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U.S. DEPARTMENT OF TRANSPORTATION
FEDERAL MARITIME COMMISSION

203-011426-025

Third Revised Title Page

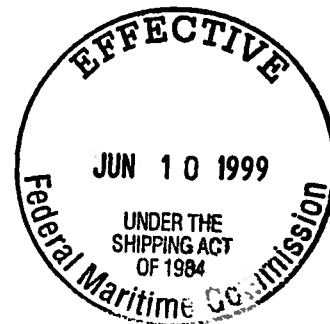
WEST COAST OF SOUTH AMERICA
DISCUSSION AGREEMENT

FMC Agreement No. 203-011426-025

A Cooperative Working Agreement
(As Defined In 46 C.F.R. §572.104(h))

Date of Last Republication: March 31, 1997

Expiration Date: None



West Coast of South America
Discussion Agreement
FMC Agreement No. 203-011426-025
Appendix A
First Revised Page No. 1

Member Lines:

A.P. Moller-Maersk Line
Esplanaden 50
DK-1098 Copenhagen
Denmark

Compania Chilena De Navigacion
Interoceania, S.A.
Av. L.B. O'Higgins 949
Piso 22
Santiago, Chile

Compania Sud Americana De
Vapores, S.A.
P.O. Box 49-V
Valparaiso, Chile

Crowley American Transport, Inc.
P.O. Box 2110
Jacksonville, FL 32202-2100

Sea-Land Service, Inc.
6000 Carnegie Boulevard
Charlotte, NC 28209

APL Co. PTE Ltd.
1111 Broadway
Oakland, CA 94607-5500

Seaboard Marine Ltd.
1300 N.W. 78th Avenue
Miami, FL

South America Independent Lines Association
Suite 414
Galleria Professional Bldg.
915 Middle River Drive
Fort Lauderdale, FL 33304-3598
And its Member Lines:



SIGNATURE PAGE

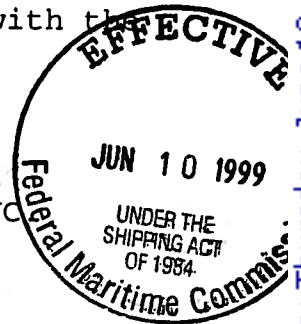
IN WITNESS WHEREOF, the Members to FMC Agreement No.
202-011426 hereby agree this 10th day of June, 1999, to amend the
Agreement as per the attached pages, and to file same with the
U.S. Federal Maritime Commission.

A.P. MOLLER-MAERSK LINE

By: Nathan J. Bayer
Name: Nathan J. Bayer
Title: Attorney-in-Fact

SEA-LAND SERVICE, INC.

By: Nathan J. Bayer
Name: Nathan J. Bayer
Title: Attorney-in-Fact



COMPANIA CHILENA DE NAVIGACION
INTEROCEANIA, S.A.

By: Nathan J. Bayer
Name: Nathan J. Bayer
Title: Attorney-in-Fact

APL CO. PTE LTD.

By: Nathan J. Bayer
Name: Nathan J. Bayer
Title: Attorney-in-Fact

COMPANIA SUD AMERICANA DE
VAPORES, S.A.

By: Nathan J. Bayer
Name: Nathan J. Bayer
Title: Attorney-in-Fact

SEABOARD MARINE LTD.

By: (SEE ATTACHED)
Name: Nathan J. Bayer
Title: Attorney-in-Fact

CROWLEY AMERICAN TRANSPORT, INC.

By: Nathan J. Bayer
Name: Nathan J. Bayer
Title: Attorney-in-Fact

MEDITERRANEAN SHIPPING
COMPANY, SA

By: Nathan J. Bayer
Name: Nathan J. Bayer
Title: Attorney-in-Fact

SIGNATURE PAGE (continued)

SOUTH AMERICA INDEPENDENT
LINES ASSOCIATION on Behalf
of its Members
TRINITY SHIPPING LINE, S.A.
and INTEROCEAN LINES INC.

By: Nathan J. Bayer
Name: Nathan J. Bayer
Title: Attorney-in-Fact

HAMBURG-SUDAMERIKANISCHE
DAMPFSCHIFFFAHRTS-
GESELLSCHAFT EGGERT &
AMSINCK (COLUMBUS LINE)

By: Nathan J. Bayer
Name: Nathan J. Bayer
Title: Attorney-in-Fact

SOUTH PACIFIC SHIPPING COMPANY,
LTD. D/B/A ECUADORIAN LINE

By: Nathan J. Bayer
Name: Nathan J. Bayer
Title: Attorney-in-Fact

TRANSPORTACION MARITIMA
GRANCOLOMBIANA, S.A.

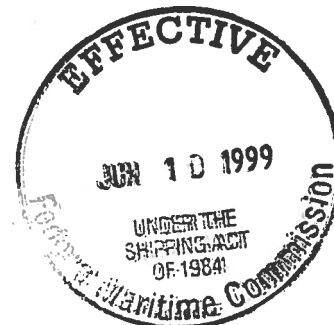
By: Nathan J. Bayer
Name: Nathan J. Bayer
Title: Attorney-in-Fact

NYK-NOS

By: Nathan J. Bayer
Name: Nathan J. Bayer
Title: Attorney-in-Fact

P&O NEDLLOYD B.V.

By: Nathan J. Bayer
Name: Nathan J. Bayer
Title: Attorney-in-Fact



West Coast of South America
Discussion Agreement
FMC Agreement No. 203-011426-025

SIGNATURE PAGE**PARTY:**

Seaboard Marine Ltd.
1300 N.W. 78th Avenue
Miami, FL

BY:


(Signature)

NAME:

Robert R. Schicchi
(Print)

TITLE OR AUTHORITY:

Vice President

DATE:

6-9-99

